

EXHIBIT E

MasterCard Worldwide
Law Department
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VIA Email and First Class Mail

September 3, 2008

Standard & Poor's
Structured Finance Department
Attention: Winston Chang and Cristal Jones
55 Water Street
41st Floor
New York, NY 10041-0003

Re: Visa Check/MasterMoney Antitrust Litigation, (CV-96-5238)(JG)(RLM)

Ladies and Gentlemen:

Pursuant to the terms of ¶ 3(f) of MasterCard International Incorporated's ("MasterCard") Settlement Agreement in the above referenced action, this letter will specify the degree of assistance that MasterCard will provide, as limited to reasonably cooperating in providing information necessary for credit rating purposes of the securitization of MasterCard's settlement payments.

Specifically, this letter will confirm in general terms the information that MasterCard is willing to provide to Standard and Poor's ("S&P") in ongoing support of its corporate credit rating, or in the event that such corporate credit rating is no longer maintained, until such time as the securitization bonds are fully repaid.

MasterCard will either:

- (1) maintain a credit rating with S&P, and allow S&P to utilize MasterCard's corporate rating for purposes of rating the securities issued in the securitization, or
- (2) in the event it chooses not to maintain a credit rating with S&P, MasterCard will provide S&P with such financial information as is reasonable necessary to allow the agency to understand MasterCard's financial information for purposes of rating the securities issued in the securitization for so long as S&P maintains a ratings on the securities. S&P will maintain the confidentiality of MasterCard's Confidential Information as provided in S&P's Code of Conduct dated June 2007. For as long as there

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is an S&P rating on this transaction, S&P will receive all reasonable information necessary for credit rating purposes including the following:

1. Annual audited financial statements
2. Quarterly financial statements
3. Quarterly report detailing the global number and dollar amount of MasterCard credit and debit card transactions provided that such information is generally collected by MasterCard for use in its business and in such form as is used by MasterCard
4. Reasonable access to MasterCard management to the extent necessary for credit rating purposes for the securitization

In accordance with the terms of ¶ 3 (f) of the Settlement Agreement, MasterCard will be entitled to reimbursements of reasonable costs incurred in connection with the preparation and provision of information under the second option, and any reasonable costs incurred with the first option to the extent that MasterCard would not have otherwise incurred such costs but for its provision of reasonable assistance under the Settlement Agreement. Such costs, if any, will be the responsibility of and paid for by the Class and not Standard & Poor's.

Sincerely,



Michael Ellison
Assistant Corporate Treasurer

cc:

Robert L. Begleiter, Esq.
Constantine Cannon LLP
450 Lexington Avenue, 17th Floor
New York, NY 10017